

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
CLAIRMAIL, INC.	06/25/2012
RECEIVING PARTY DATA	
Name:	MONITISE AMERICAS, INC.
Street Address:	781 LINCOLN AVENUE, SUITE 200
City:	SAN RAFAEL
State/Country:	CALIFORNIA
Postal Code:	94901-3386
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	7870201
CORRESPONDENCE DATA	
Fax Number:	6508384350
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650) 838-4300
Email:	crystalfong@perkinscoie.com
Correspondent Name:	PERKINS COIE LLP
Address Line 1:	PO BOX 1208
Address Line 4:	SEATTLE, WASHINGTON 98111-1208
ATTORNEY DOCKET NUMBER:	68015-8004.US01
NAME OF SUBMITTER:	Jordan M. Becker
Total Attachments: 6 source=CLAIRMAIL_MERGER#page1.tif source=CLAIRMAIL_MERGER#page2.tif source=CLAIRMAIL_MERGER#page3.tif source=CLAIRMAIL_MERGER#page4.tif source=CLAIRMAIL_MERGER#page5.tif source=CLAIRMAIL_MERGER#page6.tif	

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MILLENNIUM MERGER SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CLAIRMAIL, INC." UNDER THE NAME OF "MONITISE AMERICAS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 2012, AT 1:50 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml.


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9667152

DATE: 06-25-12

PATENT
REEL: 029313 FRAME: 0777

CERTIFICATE OF MERGER

OF

MILLENNIUM MERGER SUB, INC.
(a Delaware corporation)

WITH AND INTO

CLAIRMAIL, INC.
(a Delaware corporation)

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), ClairMail, Inc., a Delaware corporation, hereby certifies the following information relating to the merger of Millennium Merger Sub, Inc., a Delaware corporation, with and into ClairMail, Inc. (the "Merger"):

FIRST: The name and state of incorporation of each of the constituent corporations to the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Millennium Merger Sub, Inc.	Delaware
ClairMail, Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated as of March 24, 2012 (the "Merger Agreement"), by and among each of the Constituent Corporations and the other parties signatory thereto has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with Sections 251 and 228 of the DGCL.

THIRD: ClairMail, Inc. shall be the surviving corporation after the Merger (the "Surviving Corporation"). The name of the Surviving Corporation after the Merger shall be Monitise Americas, Inc.

FOURTH: The certificate of incorporation of the Surviving Corporation shall be amended and restated in the Merger effected hereby to read in its entirety as set forth in Annex A to this Certificate of Merger, and as so amended and restated shall be the certificate of incorporation of the Surviving Corporation until amended as provided therein and in accordance with the DGCL.

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Corporation, located at 781 Lincoln Avenue, Suite 200, San Rafael, CA 94901.


SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

SEVENTH: This Certificate of Merger, and the Merger provided for herein, shall become effective at the time this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, ClairMail, Inc. has caused this Certificate of Merger to be duly executed by its authorized officer as of the 25th day of June, 2012.

CLAIRMAIL, INC.

By: 
Name: PETER DAFFELN
Title: CEO

Annex A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MONITISE AMERICAS, INC.**

FIRST: The name of the corporation (which is hereinafter referred to as the "Corporation") is Monitise Americas, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 1,000 shares of common stock with a par value of \$0.01 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

SIXTH: The number of directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any repeal or modification of this Article Seventh by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: Each person who is or was a director or officer of the Corporation, and each person who serves or served at the request of the Corporation as a director or officer of another enterprise, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the General Corporation Law of Delaware as it may be in effect from time to time.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.